

FORM 51-102F3

MATERIAL CHANGE REPORT

- Item 1 Name and address of the Company**
Majescor Resources Inc.
1155 René-Lévesque Blvd. West, 31st Floor
Montréal, Québec H3B 3S6
- Item 2 Date of material change**
July 28, 2011
- Item 3 News release**
The press release was issued and distributed on August 3, 2011.
- Item 4 Summary of material change**
Closing of the first tranche of a non-brokered private placement totalling \$3,390,000.
- Item 5 Full description of material change**
Majescor Resources Inc. (the “**Company**”) announced that it has completed the first tranche of a non-brokered private placement of 16,950,000 units (the “**Units**”) at a price of \$0.20 for gross proceeds of \$3,390,000. Each Unit consists of one common share of the Company (a “**Common Share**”) and one-half common share purchase warrant. Each whole warrant entitles its holder to acquire one additional Common Share of the Company at a price of \$0.35 per share until July 28, 2013. The proceeds will be used to advance the Company’s exploration program on the SOMINE Copper-Gold property in Haiti and fund its general working capital. Officers and Directors of the Company have participated in the private placement for a total amount of \$175,000.

The Company has paid cash commission totalling \$234,320 and issued 1,171,600 non-transferable agent warrants, each warrant entitling the holder to acquire one Common Share of the Company at a price of \$0.25 per share until January 28, 2013. All securities issued in the private placement are subject to a four month plus one day hold period expiring on November 29, 2011.
- Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**
N/A
- Item 7 Omitted Information**
None
- Item 8 Executive Officer**
Daniel F. Hachey
President, Chief Executive Officer
Telephone: 613-241-5333
- Item 9 Date of Report**
August 4, 2011.